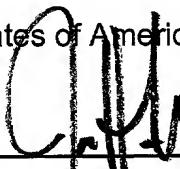


DECLARATION

As the below named inventors, we hereby declare that our residence, post office address and citizenship are as stated below next to our names; and that we verily believe we are the original, first and joint inventors of the invention entitled "**LIGHT SYSTEM**", the specification of which is attached hereto.

We do not know and do not believe that said invention was ever known or used in the United States of America before our joint invention or discovery thereof, or patented or described in any printed publication in any country before our joint invention or discovery thereof, or more than one year prior to this application; that said invention was not in public use or on sale in the United States of America for more than one year prior to this application; that said invention has not been patented or made the subject of an inventor's certificate issued before the date of this application in any country foreign to the United States of America or an application filed by us or our legal representatives or assigns more than six months before this application; that we have reviewed and understand the contents of the above identified specification; including the claims; that we acknowledge our duty to disclose information of which we are aware which is material to the examination of this application in accordance with 37 C.F.R. §1.56; and that applications for patent or inventor's certificate on this invention or discovery which have been filed by us or our legal representatives or assigns in any country foreign to the United States of America are as follows: **none**

First Inventor's Signature: 

Date: 02/20/02

Inventor's Name (typed): Jonathan

(First)

D.

Hille

(Middle Initial)

(Family Name)

Citizenship: United States of America

Residence: Tempe Arizona
(City) (State/Foreign Country)

Post Office Address: 950 East Todd Drive 85283
(Street Address) (Zip Code)

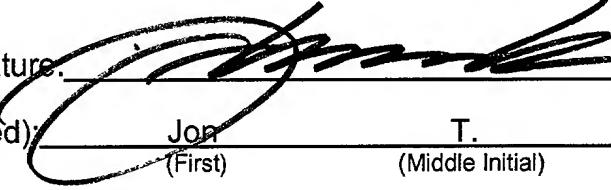
Second Inventor's Signature:  Date: 2-20-02

Inventor's Name (typed): Jeffrey B. Berghoff
(First) (Middle Initial) (Family Name)

Citizenship: United States of America

Residence: Gilbert Arizona
(City) (State/Foreign Country)

Post Office Address: 141 West Palo Verde Street 85296
(Street Address) (Zip Code)

Third Inventor's Signature:  Date: 2/21/02

Inventor's Name (typed): Jon T. Lundquist
(First) (Middle Initial) (Family Name)

Citizenship: United States of America

Residence: Chandler Arizona
(City) (State/Foreign Country)

Post Office Address: 1834 West Goldfinch Way 85248
(Street Address) (Zip Code)

SNELL & WILMER L.L.P.

One Arizona Center
400 East Van Buren
Phoenix, Arizona 85004-2202
Telephone: (602) 382-6367
Facsimile: (602) 382-6070

IN THE UNITED STATES PATENT
AND TRADEMARK OFFICE

--PATENT--

Applicants: Jonathan D. Hille et al. Docket No.: 40374.1500
Serial No.: To Be Assigned Confirmation No.: To Be Assigned
Filing Date: February 20, 2002 Examiner: To Be Assigned
Title: LIGHT SYSTEM Group Art Unit: To Be Assigned

POWER OF ATTORNEY

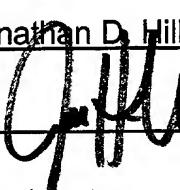
Atom Lighting, Inc., the Assignee of the entire right, title, and interest in and to the above-captioned United States patent application and all inventions disclosed and claimed therein, hereby appoints as its attorneys to prosecute the above-captioned United States patent application and to transact all business in the United States Patent and Trademark Office connected therewith and with the resulting patent, individually and collectively:

SNELL & WILMER L.L.P.
One Arizona Center
400 East Van Buren
Phoenix, Arizona 85004-2202
Telephone: (602) 382-6000
Facsimile: (602) 382-6070

and the registered attorneys associated with Snell & Wilmer's Customer Number 20322.

Please send all future correspondence to Daniel J. Noblitt at the above address.

By: Jonathan D. Hille

Signature: 

Title: President

Date: 62/20/02

VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL ENTITY STATUS (37 CFR 1.9(f) AND 1.27 (c)) - SMALL BUSINESS CONCERN				Docket No. 40374.1500
Serial No. To Be Assigned	Filing Date February 20, 2002	Patent No. N/A	Issue Date N/A	
<p>Applicant/ Johathan D. Hille et al. Patentee:</p> <p>Invention: LIGHT SYSTEM</p>				
<p>I hereby declare that I am:</p> <p><input type="checkbox"/> the owner of the small business concern identified below; <input checked="" type="checkbox"/> an official of the small business concern empowered to act on behalf of the concern identified below:</p>				
<p>NAME OF CONCERN: <u>Atom Lighting, Inc.</u> ADDRESS OF CONCERN: <u>950 East Todd Drive - Tempe, Arizona 85283</u></p>				
<p>I hereby declare that the above-identified small business concern qualifies as a small business concern as defined in 13 CFR 121.3-18, and reproduced in 37 CFR 1.9(d), for purposes of paying reduced fees under Section 41(a) and (b) of Title 35, United States Code, in that the number of employees of the concern, including those of its affiliates, does not exceed 500 persons. For purposes of this statement, (1) the number of employees of the business concern is the average over the previous fiscal year of the concern of the persons employed on a full-time, part-time or temporary basis during each of the pay periods of the fiscal year, and (2) concerns are affiliates of each other when either, directly or indirectly, one concern controls or has the power to control the other, or a third party or parties controls or has the power to control both.</p>				
<p>I hereby declare that rights under contract or law have been conveyed to and remain with the small business concern identified above with regard to the above identified invention described in:</p>				
<p><input checked="" type="checkbox"/> the specification filed herewith with title as listed above. <input type="checkbox"/> the application identified above. <input type="checkbox"/> the patent identified above.</p>				
<p>If the rights held by the above-identified small business concern are not exclusive, each individual, concern or organization having rights to the invention is listed on the next page and no rights to the invention are held by any person, other than the inventor, who could not qualify as an independent inventor under 37 CFR 1.9(c) or by any concern which would not qualify as a small business concern under 37 CFR 1.9(d) or a nonprofit organization under 37 CFR 1.9(e).</p>				

Each person, concern or organization to which I have assigned, granted, conveyed, or licensed or am under an obligation under contract or law to assign, grant, convey, or license any rights in the invention is listed below:

- no such person, concern or organization exists.
- each such person, concern or organization is listed below.

FULL NAME _____

ADDRESS _____

Individual Small Business Concern Nonprofit Organization

FULL NAME _____

ADDRESS _____

Individual Small Business Concern Nonprofit Organization

FULL NAME _____

ADDRESS _____

Individual Small Business Concern Nonprofit Organization

FULL NAME _____

ADDRESS _____

Individual Small Business Concern Nonprofit Organization

Separate verified statements are required from each named person, concern or organization having rights to the invention averring to their status as small entities. (37 CFR 1.27)

I acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small entity is no longer appropriate. (37 CFR 1.28(b))

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

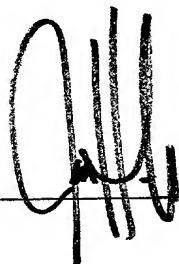
NAME OF PERSON SIGNING: Jonathan D. Hille

TITLE OF PERSON SIGNING

OTHER THAN OWNER: President

ADDRESS OF PERSON SIGNING: 950 East Todd Drive

Tempe, Arizona 85283

SIGNATURE: 

DATE: 02/20/02